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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
:
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 1108
(MIAMI-DADE COUNTY TAX COLLECTOR)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Miami-Dade County Tax Collector ("MDTC") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 1108 (Miami-Dade County Tax Collector) and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on December 12, 2005, MDTC filed proof of claim number 1108 against Delphi which asserts a secured claim in the amount of \$17,534.38 (the "Claim") stemming from certain tangible personal property taxes allegedly owed by Delphi to MDTC.

WHEREAS, subsequent to the filing of the Claim, partial payment of the Claim was made to MDTC corresponding to certain taxes that accrued after the Petition Date, resulting in a revised gross tax amount owed of \$13,297.02.

WHEREAS, on June 15, 2007, the Debtors objected to the Claim pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Insurance Claim Not Reflected On Debtors' Books And Records, (d) Untimely Claims And Untimely Tax Claims, And (e) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection").

WHEREAS, on July 11, 2007, MDTC filed its Miami-Dade County Tax Collector's Response To Debtors' Seventeenth Omnibus Claims Objection (Docket No. 8527) (the "Response").

WHEREAS, on May 22, 2008, to resolve the Seventeenth Omnibus Claims Objection with respect to the Claim, DAS LLC and MDTC entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$13,297.02 (the "Allowed Claim"). MDTC shall be entitled to postpetition interest with respect to the Allowed Claim to the extent that a confirmed plan of reorganization provides for such postpetition interest.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves an ordinary course controversy or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and MDTC stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$13,297.02 and shall be treated as an allowed secured claim against the estate of DAS LLC. MDTC shall be entitled to postpetition interest with respect to the Allowed Claim to the extent that a confirmed plan of reorganization provides for such postpetition interest.

2. MDTC's Response to the Seventeenth Omnibus Claims Objection shall be

deemed withdrawn with prejudice.

So Ordered in New York, New York, this 12th day of June, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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